

SETTLEMENT AGREEMENT AND GENERAL RELEASE

WHEREAS Ergon West Virginia, Inc. (“*Ergon*”) filed a demand for arbitration involving its dispute with David W. Johnson, individually, and David W. Johnson Engineering (referred to collectively as “*Johnson*”) with the American Arbitration Association (bearing number AAA #01-14-0000-0395) (the “*Arbitration*”); and

WHEREAS Johnson filed a civil lawsuit against Ergon in the United States District Court for the Western District of Pennsylvania (bearing Civil Action No. 2:14-cv-00453 CWR-LRA) (the “*Pennsylvania Lawsuit*”); and

WHEREAS Ergon filed a civil lawsuit against Johnson in the United States District Court for the Southern District of Mississippi (bearing Civil Action No. 3:15-cv-688-CWR-LRA) (the “*Mississippi Lawsuit*”); and

WHEREAS Johnson and Ergon (sometimes collectively referred to herein as “*the Parties*”) desire to settle and resolve the Arbitration, the Pennsylvania Lawsuit, the Mississippi Lawsuit, and any and all other disputes between them on agreed-upon terms;

THEREFORE, the Parties thereby settle and resolve their differences as follows:

Redacted